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SURFACE TRANSPORTATION BOARD



September 2, 2003

Barbara Sadler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Net Railcar Lease** dated as of January 1, 2003 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**  
Network Operations Center, 2650 Lou Menk Drive, Fort Worth TX  
76161-0056

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY** covering 82 tank cars with reporting marks and numbers – DBUX 300247 – DBUX 300328, INCLUSIVE

Please file this memorandum as a **SECONDARY** document to Recordation #23900 dated 3/13/02 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

LexisNexis Document Solutions Headquarters: 801 Adlai Stevenson Drive • Springfield, IL 62703-4261

Sherry Lewey  
Research/Development Coordinator

Enclosure

MEMORANDUM OF NET RAILCAR LEASE

THIS MEMORANDUM OF NET RAILCAR LEASE dated as of this 1<sup>st</sup> day of January, 2003, is made by C.I.T. LEASING CORPORATION a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation, with an address at Network Operations Center, 2650 Lou Menk Drive, Fort Worth, TX 76161-0056 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:


WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of April 5, 2001 and effective as of April 27, 1999, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on March 13, 2002 and given Recordation Number 23900.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

C.I.T. LEASING CORPORATION

By:   
Name: Richard Latini  
Title: Senior Vice President

RECORDATION NO. 23900-C FILED


SEP 03 '03

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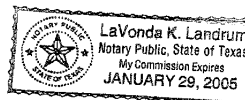
SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By:   
Name: CHERI L. CARLSON  
Title: AVP TRANSP & FUEL MGMT





## Schedule A

Number of Cars			Equipment Description		
82			28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated		
1	DBUX	300247	53	DBUX	300299
2	DBUX	300248	54	DBUX	300300
3	DBUX	300249	55	DBUX	300301
4	DBUX	300250	56	DBUX	300302
5	DBUX	300251	57	DBUX	300303
6	DBUX	300252	58	DBUX	300304
7	DBUX	300253	59	DBUX	300305
8	DBUX	300254	60	DBUX	300306
9	DBUX	300255	61	DBUX	300307
10	DBUX	300256	62	DBUX	300308
11	DBUX	300257	63	DBUX	300309
12	DBUX	300258	64	DBUX	300310
13	DBUX	300259	65	DBUX	300311
14	DBUX	300260	66	DBUX	300312
15	DBUX	300261	67	DBUX	300313
16	DBUX	300262	68	DBUX	300314
17	DBUX	300263	69	DBUX	300315
18	DBUX	300264	70	DBUX	300316
19	DBUX	300265	71	DBUX	300317
20	DBUX	300266	72	DBUX	300318
21	DBUX	300267	73	DBUX	300319
22	DBUX	300268	74	DBUX	300320
23	DBUX	300269	75	DBUX	300321
24	DBUX	300270	76	DBUX	300322
25	DBUX	300271	77	DBUX	300323
26	DBUX	300272	78	DBUX	300324
27	DBUX	300273	79	DBUX	300325
28	DBUX	300274	80	DBUX	300326
29	DBUX	300275	81	DBUX	300327
30	DBUX	300276	82	DBUX	300328
31	DBUX	300277			
32	DBUX	300278			
33	DBUX	300279			
34	DBUX	300280			
35	DBUX	300281			
36	DBUX	300282			
37	DBUX	300283			
38	DBUX	300284			
39	DBUX	300285			
40	DBUX	300286			
41	DBUX	300287			
42	DBUX	300288			
43	DBUX	300289			
44	DBUX	300290			
45	DBUX	300291			
46	DBUX	300292			
47	DBUX	300293			
48	DBUX	300294			
49	DBUX	300295			
50	DBUX	300296			
51	DBUX	300297			
52	DBUX	300298			